

MI110000000431

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

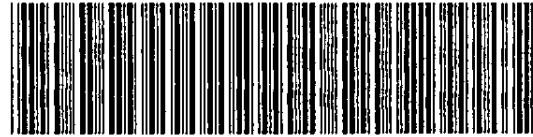
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT
JAN 31 2010
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2011 JAN 27 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Beth Talbott
Paralegal
Direct Dial: (317) 808-6393
Facsimile: (317) 808-6789
e-mail: beth.talbott@dukerealty.com

January 26, 2011

Via UPS Express

Florida Dept. of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32314

RE: Applications for Authorization
DP Fitness Centers, LLC

Dear Sir / Madam,

Enclosed for filing please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the entity listed above and checks in the amount of \$130.00 for the filing fee and Certificate of Status for each entity.

Please call me at the above-listed number with any questions or concerns. Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Beth".

Beth Talbott
Paralegal

BT/
Enclosures
cc: file

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600 East 96th Street
Suite 100
Indianapolis, IN 46240
317.808.6000
www.dukerealty.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DP Fitness Centers, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Beth Talbott
Name of Person

Duke Realty Corporation
Firm/Company

600 E. 96th St., Suite 100
Address

Indianapolis, IN 46240
City/State and Zip Code

beth.talbott@dukerealty.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Beth Talbott at (317) 808-6393
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DP Fitness Centers, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 28, 2010 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 600 E. 96th St., Suite 100
Indianapolis, IN 46240
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Duke/Princeton, LLC
600 E. 96th St., Suite 100
Indianapolis, IN 46240

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To acquire, improve, lease, operate, finance, manage, own, hold for investment and sell or otherwise dispose of or deal with certain real property.

(In accordance with the penalties of document)

DUKE/PRINCETON, LLC,
a Delaware limited liability company, its sole member
By: Duke/Hulfish, LLC, a Delaware limited liability company
By: Duke Realty Limited Partnership,
an Indiana limited Partnership, its managing member
By: Duke Realty Corporation,
an Indiana corporation, its general partner
By: Ann C. Dee
Ann C. Dee,
Senior Vice President, Legal
and Deputy General Counsel

number.
information under the
on submitted in a
in s.817.155, F.S.)

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 TALLAHASSEE, FLORIDA
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DP Fitness Centers, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road, c/o CT Corporation System

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

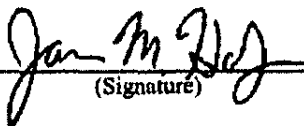
FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

James M. Halpin

Assistant Secretary


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DP FITNESS CENTERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2011.

4891174 8300

110073466

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8515354

DATE: 01-24-11